



BOARD MEETING
Minutes of the Meeting held on
Friday 13 May 2016

Seminar Room, Human Rights Action Centre
New Inn Yard, London EC2A 3EA

OPEN SESSION

Present:

Ruth Breddal (RB)	Chair
Hannah Perry (HP)	Vice Chair
Meredith Coombs	Treasurer
Cris Burson-Thomas (CB-T)	
Harrison Littler (HL)	
Tracy Newton-Blows (TN-B)	
Tom Sparks (TS)	
Tom Hedley (THed)	

In Attendance:

Kate Allen (KA)	Director
Tim Hancock (TH)	Director of the Chief Executive's Office
Kerry Mosconiuri (KM)	Director of Supporter Campaigning and Communications
Ros Parker	Director of Corporate Services
Rosie Chapman (RCha)	Interim Company Secretary (Minutes)

Apologies:

Jerry Allen (JA)	
Ade Couper (AD)	
Eilidh Douglas (ED)	
Rosie Chinchin (RC)	Director of Fundraising

Minute Number	OPEN SESSION	Action
---------------	--------------	--------

Minute Number	OPEN SESSION	Action
1.	<p>WELCOME & INTRODUCTIONS The Chair welcomed the Board to the meeting.</p> <p>APOLOGIES Apologies were received from Jerry Allen, Ade Coupler and Eilidh Douglas. Alice Sims, the staff representative, had also given her apologies for the meeting.</p> <p>DECLARATION OF INTEREST There were no declarations of interest.</p>	
2.	<p>MINUTES OF PREVIOUS MEETINGS</p> <p><u>Draft Minutes 19 March 2016</u> The Board APPROVED the minutes.</p> <p><u>Matters Arising</u> The Board noted that discussions were ongoing regarding equality and diversity proposals and asked that the item be discussion at the next Board meeting.</p> <p>It was noted that the IS had responded to AIUK Section's feedback on the proposed governance reform.</p>	TS/AC
3.	<p>CHAIR'S REPORT</p> <p>RB thanked the Board for electing her Chair. RB's aim during the coming year was to work collaboratively, and she looked forward to working with HP, the newly elected Vice Chair.</p> <p>RB also made the following points:</p> <ul style="list-style-type: none"> a. RB thanked the Board for their contribution to the AGM and the positive response that the Board received at the event. She felt that the Board had worked well as a team. b. After a lot of hard work and effort the constitutional changes, aside from the Rules, were largely complete. This would mean that the Board could place less emphasis on such matters during the forth-coming year, and also hold shorter meetings. 	

Minute Number	OPEN SESSION	Action
4.	<p>DIRECTOR'S REPORT</p> <p>KA congratulated RB on her appointment as Chair and said that she was looking forward to working with her.</p> <p>The Board congratulated KA on her appointment to the Middle East and North Africa Regional Advisory Group.</p> <p>The Board received and NOTED the report.</p>	

Minute Number	OPEN SESSION	Action
5.	FEEDBACK FROM AGM/NATIONAL CONFERENCE	
5.1	<p data-bbox="284 241 496 271">Board feedback</p> <p data-bbox="284 320 1246 389">The Board felt that the AGM had been very successful. In particular, they highlighted (in no particular order):</p> <ul data-bbox="331 398 1246 674" style="list-style-type: none"> <li data-bbox="331 398 743 427">• The organisation of the event <li data-bbox="331 436 568 465">• Choice of venue <li data-bbox="331 474 903 504">• Calibre of speakers through-out the event <li data-bbox="331 512 1246 582">• Role of the AGM Chair and SOC in successfully navigating the changes introduced at this year's AGM <li data-bbox="331 591 1082 620">• A perceived quality of contribution from all participants <li data-bbox="331 629 852 658">• Positive and motivational atmosphere <p data-bbox="284 719 1246 824">The Board also suggested that it would be worth exploring whether the SMT should have more input and feature more prominently at future AGMs, including perhaps a joint Board/SMT session at the AGM.</p>	KA/KM

Minute Number	OPEN SESSION	Action
5.2	<p>Draft AGM 2016 Minutes</p> <p>The Board queried whether the word ‘overwhelmingly’ was needed in the 3rd paragraph of item 18.2 on page 16. Aside from that proposed change the Board felt that the minutes were an accurate reflection of the AGM.</p>	SS

Minute Number	OPEN SESSION	Action
5.3	<p>2016 AGM Decisions – Board Members allocation of responsibility</p> <p>It was noted that individual Board Members would be given responsibility for liaising with proposers and with other members regarding implementation of each of the resolutions that were passed at the AGM.</p> <p>The Board AGREED to allocate this responsibility to the respective Board member who proposed each resolution, with the exception of those resolutions which the former Chair proposed where TS would now take responsibility for overseeing.</p>	TH
5.4	<p>AGM Decisions with ongoing effect</p> <p>The Board NOTED the AGM decisions with ongoing effect.</p>	

Minute Number	OPEN SESSION	Action
5.5	<p>AGM/National Conference Review</p> <p>The Board received a paper asking for approval to explore different models for the AGM and Annual Conference. It was noted that the lead in times were such that any changes that might be agreed would not take effect until 2018.</p> <p>Board members welcomed the review. Different ways of organising the AGM and Annual conference had been a subject of debate for several years. In particular, discussions had already taken place with the ASC and so the Board recommended that further consultation be in the form of testing specific proposals, rather than open questions. The Board also asked that the Review also consider the relationship between the AGM/Annual Conference and the various regional conferences.</p> <p>The Board AGREED that the review of the AGM/Annual Conference explore three different options; namely:</p> <ul style="list-style-type: none"> a. Retain the same format (National Conference & AGM, two-day conference with a mix of both AGM and campaigning content); or b. Hold a two-day event but hold the AGM on one day and a National Conference on the other; or c. Split the AGM from a national event. <p>The Board also AGREED that stakeholder consultation plans be approved by the ASC, and that additional Board oversight be provided by the Chair or Vice-Chair and those Board members who attend ASC.</p>	KM

Minute Number	OPEN SESSION	Action
<p>6.</p> <p>6.1</p>	<p>FIRST QUARTER PERFORMANCE</p> <p>Performance Pack</p> <p>The Board received proposals for how the SMT wishes to report on the performance of AIUK, following agreement of the Strategic Plan. The quarterly performance pack combined financial performance and other aspects of organisational performance.</p> <p>The Board commended the SMT on the overall approach, and commended the concept and its clarity.</p> <p>The Board ENDORSED the new approach to performance reporting.</p> <p>In addition, the Board suggested that:</p> <ul style="list-style-type: none"> a. Overall, now that the overall approach is agreed it should be used for a while before changing, accepting that there may be minor changes and tweaks to the KPIs; b. The monthly financial management accounts that are produced should be made available to the Board for information c. Section should also get its own accounts (i.e. receive aggregate and combined accounts) d. Perhaps the use of 'governance costs' in the pack was an artificial indicator; being largely driven by the charity accounting (SORP) requirement e. The FSC's view that the risk assessment is perhaps a bit harsh be considered by the SMT, and the colour coding be reviewed (including whether the code extends to using 'black'). 	<p>TH/SMT</p>
<p>6.2</p>	<p>Report from the FSC</p> <p>The Treasurer summarised the key points raised at the last FSC meeting which included:</p> <ul style="list-style-type: none"> a. Reviewing the FSC's terms of reference, for example to incorporate an internal audit function b. Overview of financial performance in the year to date c. Review of the risk register (see comment at 6.1 above) d. Proposed future arrangements for the management of cash deposits, as the Royal London will no longer be offering to manage cash on portfolios of less than £20 million from September 2016. Staff are looking at alternative options which they will present to the next FSC. 	

Minute Number	OPEN SESSION	Action
6.3	<p>Additional staff proposals</p> <p>KM was thanked for overseeing the HR functions, pending the appointment of the Director of Corporate Services.</p> <p>The Board noted that approval was sought for an additional 1.3 FTE and an additional annual budget of £50K. This is made up of 4 specific proposals:</p> <ul style="list-style-type: none"> a. HR team restructure b. Extension of hours of Publisher c. Extension of hours in Major Donor Development d. Establish current fixed term Bristol Shop Manager role as permanent. <p>This paper was presented to the Board, as a previous Board meeting had agreed that any changes to staffing should be considered by the Board. It was appreciated however that this meant that the board was being presented with quite detailed proposals.</p> <p>It was also noted that the SMT considered each vacancy as it occurred and made structural and cross-structural changes as necessary within existing budgets.</p> <p>The Board AGREED that the additional posts be approved, providing they can be funded from within the 2016 existing staffing budgets. The Board also asked that the SMT is cognisant of the ongoing commitments that will be accrued in future years.</p>	RP/KM
6.4	<p>HRAC Mortgage: Rescinding Guarantee</p> <p>The Board noted that the charitable Trust had used its funds to clear the outstanding mortgage on the HRAC. This will save approximately £60,000 p.a.</p> <p>As a consequence, the guarantee that Section had in place regarding these payments can now be rescinded, and discussions are taking place with the Co-op to agree a timetable for this work.</p>	RP

Minute Number	OPEN SESSION	Action
7	<p>Taking forward the AGM resolution to draft and consult on a body of rules for AIUK Section</p> <p>The Board AGREED that the draft Rules be drawn up and include:</p> <ul style="list-style-type: none"> a. Admission and removal of members b. Provisions relating to classes of Members c. Committees elected at the AGM d. Business to be transacted at the AGM e. The AGM Standing Orders - perhaps as an easily separated annex; f. The Membership Policy, when finalised - again perhaps as a separate annex. <p>The Board noted the proposed timetable for drafting and consulting on the Rules, and the use of the ASC in that process.</p> <p>The Board also AGREED to undertake separate work to review the Board Standing Orders, as well as the Guidelines for the Returning Officer.</p>	<p>TH/RCha</p> <p>TH/RCha /RO</p>
9.	<p>AOB</p> <p>There were no items of AOB.</p> <p>The meeting closed at 8.23 pm.</p>	

Chair's signature

Date